

FORM D

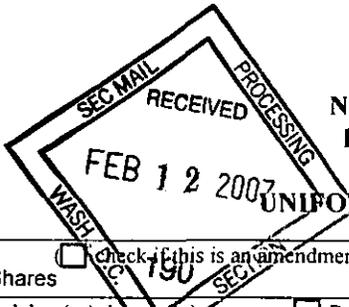
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

1390628

OMB APPROVAL	
OMB Number:	3235-0076
Expires:	April 30, 2008
Estimated average burden hours per response . . .	16.00

FORM D

PROCESSED



**NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION**

FEB 22 2007

SEC USE ONLY	
Prefix	Serial
DATE RECEIVED	

THOMSON FINANCIAL

Name of Offering check if this is an amendment and name has changed, and indicate change.)
52,036,992 H Shares

Filing Under (Check box(es) that apply): Rule 504 Rule 505 Rule 506 Section 4(6) ULOE
Type of Filing: New Filing Amendment

A. BASIC IDENTIFICATION DATA

I. Enter the information requested about the issuer

Name of Issuer check if this is an amendment and name has changed, and indicate change.)

Baoye Group Company Limited

Address of Executive Offices (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code)
Yangxunqiao Township, Shaoxing County, Zhejiang Province, The People's Republic of China 312028 (+86) 575-4069420

Address of Principal Business Operations (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code)
(If different from Executive Offices)

Brief Description of Business
The Company is principally engaged in the undertaking and implementation of construction projects, together with research, development and sales of semi-finished building materials and real estate development, the Company has emerged as a vertically integrated construction enterprise.

Type of Business Organization
 corporation limited partnership, already formed other (please specify)
 business trust limited partnership, to be formed



Actual or Estimated Date of Incorporation or Organization: Month Year Actual Estimated
0 8 0 2
Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State: F N)
CN for Canada; FN for other foreign jurisdiction)

GENERAL INSTRUCTIONS

Federal:
Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:
This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

A. BASIC IDENTIFICATION DATA

2. Enter the information requested for the following:

- Each promoter of the issuer, if the issuer has been organized within the past five years;
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)
Pang, Baogen

Business or Residence Address (Number and Street, City, State, Zip Code)
Yangxunqiao Township, Shaoxing County, Zhejiang Province, The People's Republic of China

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)
Gao, Jiming

Business or Residence Address (Number and Street, City, State, Zip Code)
Yangxunqiao Township, Shaoxing County, Zhejiang Province, The People's Republic of China

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)
Gao, Lin

Business or Residence Address (Number and Street, City, State, Zip Code)
Yangxunqiao Township, Shaoxing County, Zhejiang Province, The People's Republic of China

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)
Zhou, Hanwan

Business or Residence Address (Number and Street, City, State, Zip Code)
Yangxunqiao Township, Shaoxing County, Zhejiang Province, The People's Republic of China

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)
Hu, Shaozeng

Business or Residence Address (Number and Street, City, State, Zip Code)
Yangxunqiao Township, Shaoxing County, Zhejiang Province, The People's Republic of China

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)
Wang, Youwei

Business or Residence Address (Number and Street, City, State, Zip Code)
Yangxunqiao Township, Shaoxing County, Zhejiang Province, The People's Republic of China

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)
Yi, Deqing

Business or Residence Address (Number and Street, City, State, Zip Code)
Yangxunqiao Township, Shaoxing County, Zhejiang Province, The People's Republic of China

(Use blank sheet, or copy and use additional copies of this sheet, as necessary)

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- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)
Chan, Dennis Yin Ming

Business or Residence Address (Number and Street, City, State, Zip Code)
Yangxunqiao Township, Shaoxing County, Zhejiang Province, The People's Republic of China

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)
Sun, Guofan

Business or Residence Address (Number and Street, City, State, Zip Code)
Yangxunqiao Township, Shaoxing County, Zhejiang Province, The People's Republic of China

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)
Gao, Jiqian

Business or Residence Address (Number and Street, City, State, Zip Code)
Yangxunqiao Township, Shaoxing County, Zhejiang Province, The People's Republic of China

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)
Sun, Yongxiang

Business or Residence Address (Number and Street, City, State, Zip Code)
Yangxunqiao Township, Shaoxing County, Zhejiang Province, The People's Republic of China

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)
Xu, Jianbiao

Business or Residence Address (Number and Street, City, State, Zip Code)
Yangxunqiao Township, Shaoxing County, Zhejiang Province, The People's Republic of China

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)
Wang, Rongfu

Business or Residence Address (Number and Street, City, State, Zip Code)
Yangxunqiao Township, Shaoxing County, Zhejiang Province, The People's Republic of China

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)
Wu, Xianfu

Business or Residence Address (Number and Street, City, State, Zip Code)
Yangxunqiao Township, Shaoxing County, Zhejiang Province, The People's Republic of China

(Use blank sheet, or copy and use additional copies of this sheet, as necessary)

A BASIC IDENTIFICATION DATA

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- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)
Pang, Baisong

Business or Residence Address (Number and Street, City, State, Zip Code)
Yangxunqiao Township, Shaoxing County, Zhejiang Province, The People's Republic of China

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)
Gao, Jun

Business or Residence Address (Number and Street, City, State, Zip Code)
Yangxunqiao Township, Shaoxing County, Zhejiang Province, The People's Republic of China

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)
Lou, Zhonghua

Business or Residence Address (Number and Street, City, State, Zip Code)
Yangxunqiao Township, Shaoxing County, Zhejiang Province, The People's Republic of China

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)
Wu, Zhanglin

Business or Residence Address (Number and Street, City, State, Zip Code)
Yangxunqiao Township, Shaoxing County, Zhejiang Province, The People's Republic of China

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)
Wang, Jianguo

Business or Residence Address (Number and Street, City, State, Zip Code)
Yangxunqiao Township, Shaoxing County, Zhejiang Province, The People's Republic of China

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)
Yuan, Ajin

Business or Residence Address (Number and Street, City, State, Zip Code)
Yangxunqiao Township, Shaoxing County, Zhejiang Province, The People's Republic of China

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)
Tang, Liping

Business or Residence Address (Number and Street, City, State, Zip Code)
Yangxunqiao Township, Shaoxing County, Zhejiang Province, The People's Republic of China

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- Each general and managing partner of partnership issuers.

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)
Hu, Jilian

Business or Residence Address (Number and Street, City, State, Zip Code)
Yangxunqiao Township, Shaoxing County, Zhejiang Province, The People's Republic of China

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)
Xia, Weimin

Business or Residence Address (Number and Street, City, State, Zip Code)
Yangxunqiao Township, Shaoxing County, Zhejiang Province, The People's Republic of China

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)
Xia, Yahong

Business or Residence Address (Number and Street, City, State, Zip Code)
Yangxunqiao Township, Shaoxing County, Zhejiang Province, The People's Republic of China

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)
Wang, Rongbiao

Business or Residence Address (Number and Street, City, State, Zip Code)
Yangxunqiao Township, Shaoxing County, Zhejiang Province, The People's Republic of China

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)
Jin, Jixiang

Business or Residence Address (Number and Street, City, State, Zip Code)
Yangxunqiao Township, Shaoxing County, Zhejiang Province, The People's Republic of China

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)
Sun, Guoxun

Business or Residence Address (Number and Street, City, State, Zip Code)
Yangxunqiao Township, Shaoxing County, Zhejiang Province, The People's Republic of China

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)
Xie, Baojin

Business or Residence Address (Number and Street, City, State, Zip Code)
Yangxunqiao Township, Shaoxing County, Zhejiang Province, The People's Republic of China

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- Each promoter of the issuer, if the issuer has been organized within the past five years;
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Xia, Huihua

Business or Residence Address (Number and Street, City, State, Zip Code)

Yangxunqiao Township, Shaoxing County, Zhejiang Province, The People's Republic of China

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Wang, Jianhua

Business or Residence Address (Number and Street, City, State, Zip Code)

Yangxunqiao Township, Shaoxing County, Zhejiang Province, The People's Republic of China

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Wang, Liequan

Business or Residence Address (Number and Street, City, State, Zip Code)

Yangxunqiao Township, Shaoxing County, Zhejiang Province, The People's Republic of China

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Chen, Baorong

Business or Residence Address (Number and Street, City, State, Zip Code)

Yangxunqiao Township, Shaoxing County, Zhejiang Province, The People's Republic of China

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Chen, Lianlu

Business or Residence Address (Number and Street, City, State, Zip Code)

Yangxunqiao Township, Shaoxing County, Zhejiang Province, The People's Republic of China

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Feng, Yunfa

Business or Residence Address (Number and Street, City, State, Zip Code)

Yangxunqiao Township, Shaoxing County, Zhejiang Province, The People's Republic of China

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Qiu, Shuifu

Business or Residence Address (Number and Street, City, State, Zip Code)

Yangxunqiao Township, Shaoxing County, Zhejiang Province, The People's Republic of China

(Use blank sheet, or copy and use additional copies of this sheet, as necessary)

B. INFORMATION ABOUT OFFERING

1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering? Yes No
- Answer also in Appendix, Column 2, if filing under ULOE.
2. What is the minimum investment that will be accepted from any individual? \$ N/A
- *May be waived by the Board of Directors
3. Does the offering permit joint ownership of a single unit? Yes No
4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.

Full Name (Last name first, if individual) _____

No commissions will be paid.

Business or Residence Address (Number and Street, City, State, Zip Code) _____

Name of Associated Broker or Dealer _____

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) All States

<input type="checkbox"/> [AL]	<input type="checkbox"/> [AK]	<input type="checkbox"/> [AZ]	<input type="checkbox"/> [AR]	<input type="checkbox"/> [CA]	<input type="checkbox"/> [CO]	<input type="checkbox"/> [CT]	<input type="checkbox"/> [DE]	<input type="checkbox"/> [DC]	<input type="checkbox"/> [FL]	<input type="checkbox"/> [GA]	<input type="checkbox"/> [HI]	<input type="checkbox"/> [ID]
<input type="checkbox"/> [IL]	<input type="checkbox"/> [IN]	<input type="checkbox"/> [IA]	<input type="checkbox"/> [KS]	<input type="checkbox"/> [KY]	<input type="checkbox"/> [LA]	<input type="checkbox"/> [ME]	<input type="checkbox"/> [MD]	<input type="checkbox"/> [MA]	<input type="checkbox"/> [MI]	<input type="checkbox"/> [MN]	<input type="checkbox"/> [MS]	<input type="checkbox"/> [MO]
<input type="checkbox"/> [MT]	<input type="checkbox"/> [NE]	<input type="checkbox"/> [NV]	<input type="checkbox"/> [NH]	<input type="checkbox"/> [NJ]	<input type="checkbox"/> [NM]	<input type="checkbox"/> [NY]	<input type="checkbox"/> [NC]	<input type="checkbox"/> [ND]	<input type="checkbox"/> [OH]	<input type="checkbox"/> [OK]	<input type="checkbox"/> [OR]	<input type="checkbox"/> [PA]
<input type="checkbox"/> [RI]	<input type="checkbox"/> [SC]	<input type="checkbox"/> [SD]	<input type="checkbox"/> [TN]	<input type="checkbox"/> [TX]	<input type="checkbox"/> [UT]	<input type="checkbox"/> [VT]	<input type="checkbox"/> [VA]	<input type="checkbox"/> [WA]	<input type="checkbox"/> [WV]	<input type="checkbox"/> [WI]	<input type="checkbox"/> [WY]	<input type="checkbox"/> [PR]

Full Name (Last name first, if individual) _____

Business or Residence Address (Number and Street, City, State, Zip Code) _____

Name of Associated Broker or Dealer _____

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) All States

<input type="checkbox"/> [AL]	<input type="checkbox"/> [AK]	<input type="checkbox"/> [AZ]	<input type="checkbox"/> [AR]	<input type="checkbox"/> [CA]	<input type="checkbox"/> [CO]	<input type="checkbox"/> [CT]	<input type="checkbox"/> [DE]	<input type="checkbox"/> [DC]	<input type="checkbox"/> [FL]	<input type="checkbox"/> [GA]	<input type="checkbox"/> [HI]	<input type="checkbox"/> [ID]
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<input type="checkbox"/> [MT]	<input type="checkbox"/> [NE]	<input type="checkbox"/> [NV]	<input type="checkbox"/> [NH]	<input type="checkbox"/> [NJ]	<input type="checkbox"/> [NM]	<input type="checkbox"/> [NY]	<input type="checkbox"/> [NC]	<input type="checkbox"/> [ND]	<input type="checkbox"/> [OH]	<input type="checkbox"/> [OK]	<input type="checkbox"/> [OR]	<input type="checkbox"/> [PA]
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Full Name (Last name first, if individual) _____

Business or Residence Address (Number and Street, City, State, Zip Code) _____

Name of Associated Broker or Dealer _____

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) All States

<input type="checkbox"/> [AL]	<input type="checkbox"/> [AK]	<input type="checkbox"/> [AZ]	<input type="checkbox"/> [AR]	<input type="checkbox"/> [CA]	<input type="checkbox"/> [CO]	<input type="checkbox"/> [CT]	<input type="checkbox"/> [DE]	<input type="checkbox"/> [DC]	<input type="checkbox"/> [FL]	<input type="checkbox"/> [GA]	<input type="checkbox"/> [HI]	<input type="checkbox"/> [ID]
<input type="checkbox"/> [IL]	<input type="checkbox"/> [IN]	<input type="checkbox"/> [IA]	<input type="checkbox"/> [KS]	<input type="checkbox"/> [KY]	<input type="checkbox"/> [LA]	<input type="checkbox"/> [ME]	<input type="checkbox"/> [MD]	<input type="checkbox"/> [MA]	<input type="checkbox"/> [MI]	<input type="checkbox"/> [MN]	<input type="checkbox"/> [MS]	<input type="checkbox"/> [MO]
<input type="checkbox"/> [MT]	<input type="checkbox"/> [NE]	<input type="checkbox"/> [NV]	<input type="checkbox"/> [NH]	<input type="checkbox"/> [NJ]	<input type="checkbox"/> [NM]	<input type="checkbox"/> [NY]	<input type="checkbox"/> [NC]	<input type="checkbox"/> [ND]	<input type="checkbox"/> [OH]	<input type="checkbox"/> [OK]	<input type="checkbox"/> [OR]	<input type="checkbox"/> [PA]
<input type="checkbox"/> [RI]	<input type="checkbox"/> [SC]	<input type="checkbox"/> [SD]	<input type="checkbox"/> [TN]	<input type="checkbox"/> [TX]	<input type="checkbox"/> [UT]	<input type="checkbox"/> [VT]	<input type="checkbox"/> [VA]	<input type="checkbox"/> [WA]	<input type="checkbox"/> [WV]	<input type="checkbox"/> [WI]	<input type="checkbox"/> [WY]	<input type="checkbox"/> [PR]

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.

Type of Security	Aggregate Offering Price	Amount Already Sold
Debt	\$ _____	\$ _____
Equity	\$ * 72,584,932	\$ * 72,584,932
<input checked="" type="checkbox"/> Common <input type="checkbox"/> Preferred		
Convertible Securities (including warrants)	\$ _____	\$ _____
Partnership Interests	\$ _____	\$ _____
Other (Specify _____)	\$ _____	\$ _____
Total	\$ * 72,584,932	\$ * 72,584,932

Answer also in Appendix, Column 4, if filing under ULOE.

2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."

.....	Number Investors	Aggregate Dollar Amount of Purchases
Accredited Investors	1	\$ * 72,584,932
Non-accredited Investors	_____	\$ _____
Total (for filings under Rule 504 only)	_____	\$ _____

Answer also in Appendix, Column 4, if filing under ULOE.

3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1.

Type of Offering	Type of Security	Dollar Amount Sold
Rule 505	_____	\$ _____
Regulation A	_____	\$ _____
Rule 504	_____	\$ _____
Total	_____	\$ _____

4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.

Transfer Agent's Fees	<input checked="" type="checkbox"/>	\$ 10,000
Printing and Engraving Costs	<input checked="" type="checkbox"/>	\$ 32,000
Legal Fees	<input checked="" type="checkbox"/>	\$ 55,000
Accounting Fees	<input type="checkbox"/>	\$ _____
Engineering Fees	<input type="checkbox"/>	\$ _____
Sales Commissions (specify finders' fees separately)	<input type="checkbox"/>	\$ _____
Other Expenses (identify) <u>Disbursements</u>	<input checked="" type="checkbox"/>	\$ 308,445
Total	<input checked="" type="checkbox"/>	\$ 405,445

NOTE: Dollar amounts are shown as \$US based on an exchange ratio of one U.S. Dollar to Hong Kong Dollar 7.8.

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

b. Enter the difference between the aggregate offering price given in response to Part C - Question 1 and total expenses furnished in response to Part C - Question 4.a. This difference is the adjusted gross proceeds to the issuer.

\$ 72,179,487

5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b above.

	<input type="checkbox"/>	Payment to Officers, Directors, & Affiliates	<input type="checkbox"/>	Payments to Others
Salaries and fees	<input type="checkbox"/>	\$ _____	<input type="checkbox"/>	\$ _____
Purchase of real estate.....	<input type="checkbox"/>	\$ _____	<input type="checkbox"/>	\$ _____
Purchase, rental or leasing and installation of machinery and equipment.....	<input type="checkbox"/>	\$ _____	<input type="checkbox"/>	\$ _____
Construction or leasing of plant buildings and facilities	<input type="checkbox"/>	\$ _____	<input type="checkbox"/>	\$ _____
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger).....	<input checked="" type="checkbox"/>	\$ 0	<input type="checkbox"/>	\$ 36,089,743
Repayment of indebtedness.....	<input type="checkbox"/>	\$ _____	<input type="checkbox"/>	\$ _____
Working capital	<input checked="" type="checkbox"/>	\$ 0	<input type="checkbox"/>	\$ 21,653,847
Other (specify): <u>Development of construction materials</u>	<input checked="" type="checkbox"/>	\$ 0	<input type="checkbox"/>	\$ 14,435,897
.....	<input type="checkbox"/>	\$ _____	<input type="checkbox"/>	\$ _____
.....	<input type="checkbox"/>	\$ _____	<input type="checkbox"/>	\$ _____
Column Totals	<input type="checkbox"/>	\$ 0	<input type="checkbox"/>	\$ 72,179,487
Total Payments Listed (column totals added).....	<input checked="" type="checkbox"/>	\$	<input checked="" type="checkbox"/>	\$ 72,179,487

D. FEDERAL SIGNATURE

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

Issuer (Print or Type) Baoye Group Company Limited	Signature 	Date 2 February, 2007
Name of Signer (Print or Type) Hanwan, Zhou	Title of Signer (Print or Type) Executive Director	

NOTE: All dollar amounts are shown as \$US based on an exchange ratio of one U.S. Dollar to Hong Kong Dollar 7.8.

NOTE: The expenses listed in Part C, Question 4(a) and the adjusted gross proceeds listed in Part C, Question 5 reflect a pro rata allocation based on the percentage of the offering sold in the U.S.

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

END